

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE *EX PARTE* APPLICATION OF
SPS I FUNDO DE INVESTIMENTO DE AÇÕES –
INVESTIMENTO NO EXTERIOR

Petitioner,

Case No. 22-mc-00118-LAK

For an Order Pursuant to 28 U.S.C. § 1782 to Take
Discovery for use in Contemplated Proceeding in the
Federative Republic of Brazil.

**DECLARATION OF JEREMY C. HOLLEMBEAK IN SUPPORT OF
PETITIONER SPS I FUNDO DE INVESTIMENTO DE AÇÕES –
INVESTIMENTO NO EXTERIOR’S MEMORANDUM OF LAW
IN OPPOSITION TO INTERVENOR’S MOTION TO VACATE THE COURT’S
APRIL 26, 2022 *EX PARTE* ORDER AND TO QUASH THE SUBPOENAS**

JEREMY C. HOLLEMBEAK, pursuant to 28 U.S.C. § 1746, declares:

1. I am an attorney for the firm Baird Holm LLP, counsel to SPS I Fundo de Investimento de Ações – Investimento no Exterior (“SPS”), petitioner in the above-captioned case.
2. I am a member in good standing of the bar of the State of New York and have been duly admitted and qualified to practice as an attorney before the United States District Court for the Southern District of New York since 2007. Prior to joining Baird Holm in 2019, I lived and practiced for thirteen years in the New York City offices of two international law firms, Milbank LLP (formerly known as Milbank Tweed Hadley & McCloy LLP) and global disputes and investigations firm Kobre & Kim LLP. I have been a *Fellow* of INSOL International since 2016.
3. I respectfully submit this declaration in support of SPS’s memorandum of law in opposition (the “**Opposition**”) to the motion (ECF No. 20, the “**Motion**”) and supporting papers of Intervenor Joesley Batista, Wesley Batista, JBS S.A. and J&F Investimentos (collectively, the

“**Batistas**”) to vacate the Court’s April 26, 2022 *Ex Parte* Order (ECF No. 8, the “**Order**”) and quash the subpoenas SPS served in accordance therewith (the “**Subpoenas**”) on J.P. Morgan Chase Bank, N.A. (“**JPM**”) and Barclays USA, Inc. (“**Barclays**” and, together with JPM, the “**Respondents**”).

4. All facts set forth in this declaration are based upon: (a) my personal knowledge; (b) my review of relevant documents and (c) information supplied to me by SPS or professionals retained by it.

5. Attached hereto as **Exhibit A** is a true and correct copy the letter report found at ECF No. 13, *In re Investbank PSC*, No. 20 MISC. 260 (AT) (S.D.N.Y. filed April 30, 2021).

6. On May 4, 2022, on behalf of SPS I caused the Subpoenas to be served on Barclays and JPM in accordance with the Court’s April 26, 2022 *Ex Parte* Order. *See* Affidavit of Service (ECF Nos. 16, 24).

7. On May, 18, 2022, I received letter responses from (a) Magda Jimenez Train, whose title appears to be Americas Head of Civil Litigation at Barclays, and (b) David Elbaum of Simpson Thacher & Bartlett LLP, as counsel for JPM.

8. In her letter, Ms. Jimenez Train, writing “[o]n behalf of Barclays USA, Inc.” set forth Barclays’ responses and objections to SPS’s Subpoena, after which she stated that “Barclays is willing to meet and confer to discuss the production of certain categories of non-privileged documents [...].”

9. In his letter, Mr. Elbaum set forth JPM’s responses and objections to SPS’s Subpoena. At the conclusion to JPM’s response to each document request, Mr. Elbaum wrote “JP Morgan would be willing to meet and confer regarding this Request.”

10. On May 24, 2022, I met and conferred with Mr. Elbaum by phone, during which he

noted that subsequent to his letter, the Batistas had been allowed to intervene and, as a result, that JPM did not intend to produce any documents until the Batistas' Motion had been resolved.

11. In response, I urged Mr. Elbaum that, for the sake of efficiency and clarity, JPM should formally join in the Batistas' Motion to the extent it wanted SPS's subpoena quashed on any of the same grounds.

12. On May 25, 2022, I met and conferred with Ms. Jimenez Train by phone, during which she noted that subsequent to her letter, the Batistas had been allowed to intervene and, as a result, that Barclays did not intend to produce any documents until the Batistas' Motion had been resolved.

13. In response, I urged Ms. Jimenez Train that, for the sake of efficiency and clarity, Barclays should formally join in the Batistas' Motion to the extent it wanted SPS's subpoena quashed on any of the same grounds.

14. As of the date hereof, neither Barclays nor JPM has appeared in this case or taken a position on the Motion.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: June 20, 2022
Omaha, Nebraska

By: /s/ Jeremy C. Hollembeak
Jeremy C. Hollembeak

BAIRD HOLM LLP
1700 Farnam Street, Suite 1500
Omaha, NE 68102-2068
Phone: 402.636.8317
Email: jhollembeak@bairdholm.com

*Attorneys for Petitioner SPS I Fundo De
Investimento De Ações – Investimento No Exterior*